

M. M. M. M. M.

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

HINDS COUNTY, MISSISSIPPI on behalf of itself
and all other similarly situated State and municipal
entities,

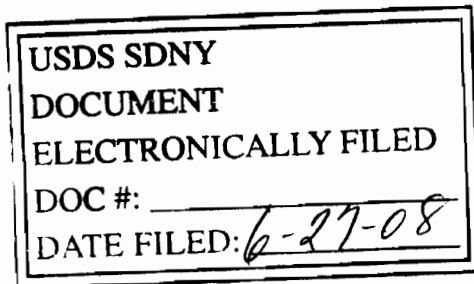
Plaintiff,

vs.

WACHOVIA BANK N.A., *et al.*,

Defendants.

Case No.: 08-CV-2516 (VM)



STIPULATION AND ORDER OF SUBSTITUTION OF COUNSEL

IT IS STIPULATED AND AGREED that, pursuant to Local Civil Rule 1.4, the law firm Covington & Burling LLP withdraws as counsel for defendant Bear, Stearns & Co., Inc. and the law firm Simpson Thacher & Bartlett LLP shall appear as counsel for Bear, Stearns & Co., Inc.

Dated: June 25, 2008

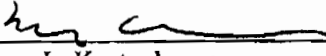
SIMPSON THACHER & BARTLETT LLP

By: 

Joseph Wayland
email: jwayland@stblaw.com
425 Lexington Avenue
New York, N.Y. 10017-3954
Telephone: (212) 455-2000
Facsimile: (212) 455-2502


Successor Attorneys for Bear, Stearns & Co., Inc.

COVINGTON & BURLING LLP

By: 
Nancy L. Kestenbaum
email: nkestenbaum@cov.com
620 Eighth Avenue
New York, NY 10018-1405
Telephone: (212) 841-1000
Facsimile: (212) 841-1010

Withdrawing Attorneys for Bear, Stearns & Co., Inc.

SO ORDERED:


The Honorable Victor Marrero
United States District Judge

26 June 2008

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----X
HINDS COUNTY, MISSISSIPPI on behalf of itself
and all other similarly situated State and municipal
entities,

Plaintiff,

vs.

WACHOVIA BANK N.A., *et al.*,

Defendants.
-----X

Case No.: 08-CV-2516 (VM)

AFFIDAVIT OF JOSEPH WAYLAND

STATE OF NEW YORK)

: ss.:

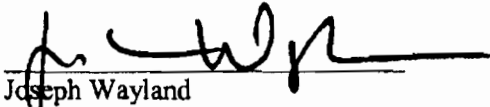
COUNTY OF NEW YORK)

Joseph Wayland, being duly sworn, deposes and says:

1. I am a member of the law firm Simpson Thacher & Bartlett LLP ("Simpson Thacher"). I am admitted to practice in the United States District Court for the Southern District of New York. I submit this affidavit pursuant to Local Civil Rule 1.4 in support of the accompanying Stipulation and Order of Substitution of Counsel for Bear, Stearns & Co., Inc. in the above-captioned proceeding.

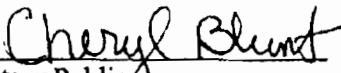
2. Simpson Thacher has executed the attached Stipulation and Order of Substitution of Counsel because Bear, Stearns & Co., Inc. wishes to be represented by Simpson Thacher in this matter in place of the law firm of Covington & Burling LLP. Simpson Thacher is familiar with the facts of this case and is prepared to assume the representation of Bear, Stearns & Co., Inc. effective immediately. Discovery has not yet commenced and this matter is not ready for

trial. This substitution will not delay the trial of this action or have any adverse effect on any party in this suit.


Joseph Wayland

Sworn to before me this

25th day of June, 2008


Notary Public

CHERYL BLUNT
NOTARY PUBLIC, State of New York
No. 41-4925552
Qualified in Queens County
Certificate Filed in New York County
Commission Expires April 4, 2010